

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in DUKEMOUNT CAPITAL Plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

DUKEMOUNT CAPITAL PLC

(Incorporated in England and Wales with Registered No. 07611240)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the "**Meeting**") of Dukemount Capital Plc (the "**Company**") will be held at 50 Jermyn Street London SW1Y 6LX on Thursday 30 November 2017 at 4.30 pm for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive and adopt the Company's annual accounts for the financial year ended 30 April 2017 together with the directors' reports and auditor's report on those accounts.
2. To approve the directors' remuneration report (excluding the directors' remuneration policy set out on pages 13 to 14 of the directors' remuneration report) for the financial year ended 30 April 2017.
3. To approve the directors' remuneration policy, the full text of which is set out on pages 13 to 14 of the directors' remuneration report for the financial year ended 30 April 2017.
4. To re-elect Timothy Le Druillenec as a director of the Company.
5. To re-elect Paul Gazzard as a director of the Company.
6. To re-appoint PKF Littlejohn LLP as auditors of the Company from the conclusion of the Meeting until the conclusion of the next annual general meeting of the Company at which accounts are laid.
7. To authorise the directors to determine the level of the auditor's remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions of which Resolutions 8, 10 and 11 will be proposed as **ordinary resolutions**, and Resolution 9 will be proposed as a **special resolution**.

8. THAT the authority and power conferred upon the directors to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company in accordance with Article 7.3 of the Company's Articles of Association shall apply until (unless previously renewed, varied or revoked by the Company in general meeting) the earlier of the date falling 15 months from the

date of the passing of this Resolution or the conclusion of the Company's next annual general meeting and for that period the Section 551 Amount (as defined in Article 7.6.3) shall be £113,167 (approximately one-third of the Company's current issued ordinary share capital), provided that the Company may, before the expiry of such period, make an offer or agreement which would or might require such relevant or equity securities to be allotted after the expiry of such period and the directors may allot relevant or equity securities pursuant to such an offer or agreement as if the authority conferred by this Resolution had not expired.

All previous authorities conferred upon the directors to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company are revoked subject to any allotment, offer or agreement which would or might require equity securities or other securities to be allotted after the expiry of such period already made pursuant thereto.

9. THAT, subject to the passing of Resolution 8, the directors be and are conferred the authority and power to allot equity securities wholly for cash in accordance with Article 7.4 of the Company's Articles of Association:

9.1 in connection with a rights issue (as defined in Article 7.6.1); and

9.2 otherwise than in connection with a rights issue, up to an aggregate nominal amount equal to the Section 561 Amount (as defined in Article 7.6.4), being £16,975 (approximately 5 per cent. of the Company's current issued ordinary share capital),

provided that the Company may, before the expiry of such period, make an offer or agreement which would or might require such relevant or equity securities to be allotted after the expiry of such period and the directors may allot relevant or equity securities pursuant to such an offer or agreement as if the authority conferred by this Resolution had not expired.

The authority granted by this Resolution 9 shall apply until (unless previously renewed, varied or revoked by the Company in general meeting) the earlier of the date falling 15 months from the date of the passing of this Resolution or the conclusion of the Company's next annual general meeting.

10. To authorise the Board to award bonus payments to directors and employees of the Company in a financial year up to 150 per cent. of their respective salaries, provided that the Company has sufficient cash available to make such payments.

11. THAT the aggregate warrants to subscribe for ordinary shares in the Company that are in issue from time to time shall not exceed 20 per cent. of the issued share capital of the Company from time to time.

By Order of the Board
T V Le Druillenec
Company Secretary

Registered Office:
50 Jermyn Street,
London SW1Y 6LX

Registered in England & Wales
Company No: 07611240

3 November 2017

EXPLANATORY NOTES ON RESOLUTIONS

An explanation of each of the resolutions is set out below.

Resolution 1: Approval of report and accounts

The directors of the Company must present their report and the annual accounts to the Meeting and shareholders may raise any questions on the report and accounts.

Resolution 2: Approval of the 2017 directors' remuneration report

In accordance with section 439 of the Companies Act 2006, shareholders are requested to approve the directors' remuneration report (other than the Directors' remuneration policy set out on pages 13 to 14 which can be found on pages 11 to 14 of the annual report and accounts for the financial year ended 30 April 2017. The vote is advisory only and does not affect the actual remuneration paid to an individual director.

Resolution 3: Approval of the 2017 directors' remuneration policy

Under section 439A of the Companies Act 2006, the directors' remuneration policy is required to be put to shareholders for approval, and the vote is binding. Accordingly, shareholders are asked to approve the directors' remuneration policy set out on pages 13 to 14 of the directors' remuneration report for the financial year ended 30 April 2017.

If approved by the shareholders, the policy is intended to be valid for a period of three years from 1 May 2017. Once in effect, the Company will not be able to make a remuneration payment to a current or prospective director or a payment for loss of office to a current or past director, unless that payment is consistent with the policy or has otherwise been approved by a resolution of the shareholders of the Company.

Resolutions 4 and 5: Re-election of directors

The Company's Articles of Association require that at each annual general meeting, directors (i) who have been appointed by the Board since the previous annual general meeting, or (ii) for whom who were in office at the time of the previous two annual general meetings, must retire by rotation. A retiring director is eligible for re-election.

The biographies of the directors eligible and standing for re-election at the Meeting are set out on page 4 of the annual accounts and report.

Resolutions 6 and 7: Re-appointment and remuneration of auditor

Resolution 6 relates to the re-appointment of PKF Littlejohn LLP as the Company's auditor to hold office until the next annual general meeting of the Company whilst Resolution 7 will be proposed to authorise the directors to set the auditor's remuneration.

Resolution 8: Allotment of share capital

Resolution 8 grants the directors general authority to allot ordinary shares in the capital of the Company or to grant rights to subscribe for, or to convert any security into, such shares in the Company up to an aggregate nominal amount of £113,167, representing approximately one-third of the Company's current issued ordinary share capital.

Resolution 9: Disapplication of statutory pre-emption rights

Section 561(1) of the Companies Act 2006 requires that on an allotment of new shares for cash, such shares must first be offered to existing shareholders in proportion to the number of shares that they each hold at that time. The directors believe that there may be circumstances when it is in the best interests of the Company to allot new ordinary shares either on an entirely non-pre-emptive basis or in a way that departs from the statutory requirements set out in the Companies Act 2006.

Accordingly, resolution 9 grants the directors general authority to allot equity securities and to sell treasury shares for cash (a) in connection with a rights issue (as defined in article 7.6.1 of the Company's Articles of Association); and (b) otherwise than in connection with a rights issue, up to an aggregate nominal amount equal to £16,975, representing approximately 5 per cent. of the Company's current issued ordinary share capital, as if section 561 of the Companies Act 2006 did not apply to any such allotment.

Resolution 10: Bonus payment to directors and employees of share capital

Any bonus to be paid to directors and employees of the Company will depend on the Company's profitability and availability of cash. The directors are conscious of the need for the Company to retain cash and any bonus is likely to be paid on an annual basis.

Resolution 11: Authority to issue warrants

The Company has issued warrants to subscribe for shares in the Company, and may, in the future, issue further share options and/or warrants to subscribe for shares in the Company to certain advisers, employees, directors, senior management and consultants of the Company.

The Company has undertaken in its prospectus dated 17 March 2017 that the total number of warrants issued by Company will not exceed 15 per cent of the Company's issued share capital from time to time unless otherwise approved by shareholders. Accordingly, the directors seek shareholders' approval to increase such level, i.e. that the total number of warrants issued by Company will not exceed 20 per cent of the Company's issued share capital from time to time.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The following pages provide more detailed information about your voting rights and how you may exercise them.

Entitlement to attend and vote

- (1) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the Company's register of members at:
- 6.00 pm on 28 November 2017, or
 - if the Meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting (not taking into account non-working days),
- shall be entitled to attend, speak and vote at the Meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

Appointment of proxies

- (2) If you are a shareholder who is entitled to attend and vote at the Meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting.
- (3) A proxy does not need to be a shareholder of the Company but must attend the Meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- (4) You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please contact the registrar of the Company.
- (5) You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
- (6) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy by post

- (7) The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
- (8) To appoint a proxy using the proxy form, the form must be:
- completed and signed;
 - sent or delivered to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS13 8AE; and
 - received by Computershare Investor Services PLC no later than 4.30 pm on 28 November 2017.
- (9) In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- (10) Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- (11) If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Computershare Investor Services PLC.

Appointment of proxy by joint members

- (12) In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

- (13) Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

- (14) Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services PLC.
- (15) If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointment

- (16) A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Computershare Investor Services PLC no later than 4.30 pm on 28 November 2017.
- (17) If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the Meeting and vote in person.
- (18) Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

- (19) A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

- (20) As at 6 November 2017, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 339,500,000 ordinary shares of 0.1p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6 November 2017 is 339,500,000.
- (21) The Company's website will include information on the number of shares and voting rights.

Questions at the meeting

- (22) Any member attending the Meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the Meeting unless (i) answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Website publication of audit concerns

- (23) Under section 527 of the Companies Act 2006, a shareholder or shareholders meeting the threshold requirements set out in that section, have the right to request the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the Meeting relating to either the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting or the circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which the annual report and accounts.
- (24) Where the Company is required to publish such a statement on its website:
- it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
 - it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
 - the statement may be dealt with as part of the business of the meeting.

Nominated persons

- (25) If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights ("**Nominated Person**"), you may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights ("**Relevant Shareholder**") to be appointed or to have someone else appointed as a proxy for the Meeting. If you either do not have such a right or if you have such a right but do not wish to exercise it, you may

have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights. Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Communication

- (26) You may not use any electronic address provided either in this notice of meeting or any related documents to communicate with the Company for any purposes other than those expressly stated.

Website giving information regarding the meeting

- (27) Information regarding the Meeting, including the information required by section 311A of the Companies Act 2006, can be found at <http://dukemountcapitalplc.com/>.